

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>WALECKA JOHN L</u> (Last) (First) (Middle) 3000 SAND HILL ROAD BUILDING 2, SUITE 290 (Street) MENLO PARK CA 94025 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FORTINET INC [FTNT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/07/2011</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/07/2011		S		3,311	D	\$40.13 ⁽¹⁾	104,866 ⁽³⁾	I	By Trust ⁽²⁾⁽³⁾
Common Stock	02/08/2011		S		16,689	D	\$40	88,177	I	By Trust ⁽²⁾
Common Stock	02/09/2011		S		10,000	D	\$40.99	78,177	I	By Trust ⁽²⁾
Common Stock								17,694 ⁽⁴⁾	I	By Partnership ⁽⁴⁾⁽⁵⁾
Common Stock								1,000,000 ⁽⁶⁾	I	By Redpoint Ventures II, L.P. ⁽⁶⁾
Common Stock								23,123 ⁽⁷⁾	I	By Redpoint Associates II, LLC ⁽⁷⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$40.00 to \$40.20 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- The shares are held by the Walecka 1992 Living Trust udt dated December 31, 1992 ("Walecka Trust"). The Reporting Person is a trustee and beneficiary of the Walecka Trust.
- The number of shares reported as indirectly held by the Walecka Trust reflects the change in form of beneficial ownership of an aggregate of 35,181 shares previously reported as indirectly held through the Reporting Person's interest in Redpoint Ventures II, LP ("RV II LP") and Redpoint Associates II, LLC ("RA II"). Such shares were received by virtue of (i) a pro-rata in-kind distribution of common stock of the Issuer by RV II LP without consideration to its limited partners and Redpoint Ventures II, LLC ("RV II LLC"), its general partner, and the further pro-rata in-kind distribution of the shares received by RV II LLC without consideration to its members, including the Walecka Trust; and (ii) a pro-rata in-kind distribution of common stock of the Issuer by RA II without consideration to its members, including the Walecka Trust.
- The shares are held by Walecka Enterprises I, L.P. ("Walecka LP"). The Reporting Person is the General Manager of Walecka Capital LLC which serves as the general partner of Walecka LP.
- The number of shares reported as indirectly held by Walecka LP reflects the change in form of beneficial ownership of an aggregate of 8,060 shares previously reported as indirectly held through the Reporting Person's interest in RV II LP. Such shares were received by virtue of a pro-rata in-kind distribution of common stock of the Issuer by RV II LP without consideration to its limited partners and RV II LLC, its general partner, and the further pro-rata in-kind distribution of the shares received by RV II LLC without consideration to its members, including Walecka LP. The Reporting Person disclaims beneficial ownership of the shares held by Walecka LP except to the extent of his proportionate pecuniary interest therein.
- As noted in footnote 3 and 5 above, RV II LP has effected a pro-rata in-kind distribution of the Issuer's Common Stock subsequent to the last transaction in the Issuer's Common Stock effected by the Reporting Person. The shares reported as held by the Reporting Person indirectly through RV II LP in this report reflect such distribution. This distribution did not result in any change in the Reporting Person's pecuniary interest in the Issuer's Common Stock and, accordingly, no Form 4 was required or filed to report such distribution. The Reporting Person is a Managing Director of RV II LLC, which serves as the general partner of RV II LP. As such, the Reporting Person shares voting and investment power over the shares held by RV II LP. The Reporting Person disclaims beneficial ownership of the shares held by RV II LP except to the extent of his proportionate pecuniary interest therein.
- As noted in footnote 3 above, RA II has effected a pro-rata in-kind distribution of the Issuer's Common Stock subsequent to the last transaction in the Issuer's Common Stock effected by the Reporting Person. The shares reported as held by the Reporting Person indirectly through RA II in this report reflect such distribution. This distribution did not result in any change in the Reporting Person's pecuniary interest in the Issuer's Common Stock and, accordingly, no Form 4 was required or filed to report such distributions. The Reporting Person is a Manager of RA II. As such, the Reporting Person shares voting and investment power over the shares held by RA II. The Reporting Person disclaims beneficial ownership of the shares held by RA II except to the extent of his proportionate pecuniary interest therein.

/s/ John L. Walecka

02/09/2011

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.